

**THE
GREENBRIER
COMPANIES**

The Greenbrier Companies, Inc.

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

January 11, 2006

RECORDATION NO. 24718-D FILED

JAN 13 '06

11-21 AM

SURFACE TRANSPORTATION BOARD

JAN 13 2006
RECEIVED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, D.C. 20006

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement for Rider No. 3 dated as of November 3, 2005, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Lease Agreement dated as of September 15, 2003, which was duly filed and recorded on December 8, 2003 and assigned Recordation Number 24718.

The names and addresses of the parties to the enclosed document are:

Lessor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Lessee: Potlatch Corporation
805 Mill Road
Lewiston, ID 83501

A description of the railroad equipment covered by the enclosed document is:

Twenty-five (25) 50-foot, 70-ton, woodrack flatcars equipped with ten (10) log bunks each. The Cars are marked and numbered in the series AOK 607007 through AOK 607148, non-inclusive, as more particularly described in the document.

Also enclosed is a payment of \$33 payable to the order of the Surface Transportation Board covering the required recordation fee.

Mr. Vernon A. Williams
January 11, 2006
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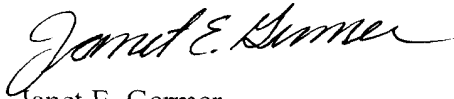
Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed primary document to appear in the Board's Index is:

Memorandum of Lease Agreement for Rider No. 3 dated as of November 3, 2005 to a Lease Agreement dated as of September 15, 2003, between Greenbrier Leasing Corporation, Lessor, and Potlatch Corporation, Lessee.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in cursive script, reading "Janet E. Germer".

Janet E. Germer
Executive Assistant

jeg
Enclosures

cc: Robert W. Alvord, Esq.

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING COMPANY LLC ("LESSOR")

AND

POTLATCH CORPORATION ("LESSEE")

SEPTEMBER 15, 2003

RIDER NO. 3

DATED NOVEMBER 3, 2005

Memorandum of a Lease Agreement dated September 15, 2003 and Rider No. 3 thereto, made and entered into as of November 3, 2005, by and between Greenbrier Leasing Company LLC, an Oregon limited liability company formerly known as Greenbrier Leasing Corporation ("Lessor"), and Potlatch Corporation, a Delaware corporation ("Lessee").

WITNESSETH:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor twenty-five (25) 50-foot, 70-ton, woodrack flatcars equipped with ten (10) log bunks each. The Cars are marked and numbered as indicated in the Rail Equipment List attached hereto.
2. Rider No. 3 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term set forth in the Lease Agreement and Rider No. 3, as each may be amended from time to time.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective officers as of the date and year first above written.

LESSOR:
GREENBRIER LEASING COMPANY LLC

BY: Horris M. Webb

NAME: Horris M. Webb

TITLE: Executive Vice President

DATE: 1/10/06

LESSEE:
POTLATCH CORPORATION

BY: David A. Weisel

NAME: DAVID A. Weisel

TITLE: Director of Distribution

DATE: 1-04-06

RAIL EQUIPMENT LIST

Car Mark	Car Number
AOK	607007
AOK	607010
AOK	607029
AOK	607046
AOK	607050
AOK	607051
AOK	607055
AOK	607075
AOK	607087
AOK	607093
AOK	607095
AOK	607104
AOK	607105
AOK	607107
AOK	607111
AOK	607112
AOK	607115
AOK	607124
AOK	607125
AOK	607132
AOK	607136
AOK	607139
AOK	607140
AOK	607141
AOK	607148

STATE OF OREGON

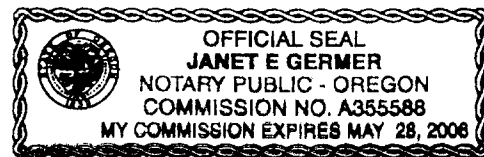
COUNTY OF CLACKAMAS

)
) ss.
)

On this 10th day of January, 2006, before me personally appeared Norris m. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Company LLC and that the foregoing instrument was signed on behalf of said company, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Germer
NOTARY PUBLIC

My commission expires: 5/28/2006



STATE OF Idaho

COUNTY OF Nez Perce

)
) ss.
)

On this 4th day of January, 2006, before me personally appeared David A. Weisel, to me personally known, who being by me duly sworn, says that s/he is the Director of Distillation of Potlatch Corporation and that the foregoing instrument was signed on behalf of said corporation, and s/he acknowledged that the execution of the said instrument was her or his free act and deed.

Carol Thompson
NOTARY PUBLIC

My commission expires: 8/12/11

